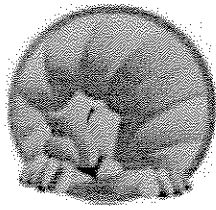


ATTACHMENT 5



A S S O C I A T I O N C O D E O F C O N D U C T

Rules and Guidelines for all members of IPOA

PURPOSE

This Code of Conduct seeks to ensure the ethical standards of International Peace Operations Association member companies operating in conflict and post-conflict environments so that they may contribute their valuable services for the benefit of international peace and human security. Members of IPOA are pledged to the following principles in all their operations:

HUMAN RIGHTS

In all their operations, Signatories will respect the dignity of all human beings and strictly adhere to all relevant international laws and protocols on human rights. They will take every practicable measure to minimize loss of life and destruction of property. Signatories agree to follow all rules of international humanitarian law and human rights law that are applicable, as well as all relevant international protocols and conventions, including but not limited to:

- Universal Declaration of Human Rights (1948)
- Geneva Conventions (1949)
- Protocols Additional to the Geneva Conventions (1977)
- Chemical Weapons Convention (1993)
- Voluntary Principles on Security and Human Rights (2000)

TRANSPARENCY

Signatories will operate with integrity, honesty and fairness. Signatories engaged in peace or stability operations pledge, to the extent possible and subject to contractual and legal limitations, to be open and forthcoming with the International Committee of the Red Cross and other relevant authorities on the nature of their operations and any conflicts of interest that might in any way be perceived as influencing their current or potential ventures.

ACCOUNTABILITY

Signatories understand the unique nature of the conflict and post-conflict environment in which many of their operations take place, and they fully recognize the importance of clear and operative lines of accountability to ensuring effective peace operations and to the long-

term viability of the industry. Signatories support effective legal accountability to relevant authorities for their actions and the actions of company employees. While minor infractions should be proactively addressed by companies themselves, Signatories pledge, to the extent possible and subject to contractual and legal limitations, to fully cooperate with official investigations into allegations of contractual violations and violations of international humanitarian law and human rights law. Signatories further pledge that they will take firm and definitive action if employees of their organization engage in unlawful activities.

CLIENTS

Signatories pledge to work only for legitimate, recognized governments, international organizations, non-governmental organizations and lawful private companies. Signatories refuse to engage any unlawful clients or clients who are actively thwarting international efforts towards peace.

SAFETY

Recognizing the often high levels of risk inherent to business operations in conflict and post-conflict environments, Signatories will always strive to operate in a safe, responsible, conscientious and prudent manner and will make their best efforts to ensure that all company personnel adhere to these principles.

EMPLOYEES

Signatories ensure that all their employees are fully informed regarding the level of risk associated with their employment, as well as the terms, conditions, and significance of their contracts. Signatories pledge to ensure that their employees are medically fit, and that all their employees are appropriately screened for the physical and mental requirements for their applicable duties according to the terms of their contract. Signatories pledge to utilize adequately trained and prepared personnel in all their operations in accordance with clearly defined company standards. All personnel will be vetted, properly trained and supervised and provided with additional instruction about the applicable legal framework and regional sensitivities of the area of operation. Signatories pledge that all of their employees are in good legal standing in their respective countries of citizenship as well as at the international level.

Signatories agree to act responsibly and ethically toward all of their employees, including ensuring employees are treated with respect and dignity and responding appropriately if allegations of employee misconduct arise. Signatories agree to provide all employees with the appropriate training, equipment, and materials necessary to perform their duties as laid out in their contract. Employees will be expected to conduct themselves humanely with honesty, integrity, objectivity and diligence.

INSURANCE

Foreign and local employees will be provided with health and life insurance policies appropriate to their wage structure and the level of risk of their service as required by law.

CONTROL

Signatories strongly endorse the use of detailed contracts specifying the mandate, restrictions, goals, benchmarks, criteria for withdrawal and accountability for the operation. In all cases—and allowing for safe extraction of personnel and others under the Signatories' protection—Signatories pledge to speedily and professionally comply with lawful requests from the client, including the withdrawal from an operation if so requested by the client or appropriate governing authorities.

ETHICS

Signatories pledge to go beyond the minimum legal requirements, and support additional ethical imperatives that are essential for effective security and peace related operations:

RULES OF ENGAGEMENT

Signatories that could potentially become involved in armed hostilities will have appropriate "Rules of Engagement" established with their clients before deployment, and will work with their client to make any necessary modifications should threat levels or the political situation substantially change. All rules should be in compliance with international humanitarian law and human rights law and emphasize appropriate restraint and caution to minimize casualties and damage, while preserving a person's inherent right of self-defense.

SUPPORT OF INTERNATIONAL ORGANIZATIONS AND NGOS /CIVIL SOCIETY AND RECONSTRUCTION

Signatories recognize that the services relief organizations provide are necessary for ending conflicts and alleviation of associated human suffering. To the extent possible and subject to contractual and legal limitations, Signatories pledge to support the efforts of

international organizations, humanitarian and non-governmental organizations and other entities working to minimize human suffering and support reconstructive and reconciliatory goals of peace operations.

ARMS CONTROL

Signatories using weapons pledge to put the highest emphasis on accounting for and controlling all weapons and ammunition utilized during an operation and for ensuring their legal and proper accounting and disposal at the end of a contract. Signatories refuse to utilize illegal weapons, toxic chemicals or weapons that could create long-term health problems or complicate post-conflict cleanup, and will limit themselves to appropriate weapons common to military, security or law enforcement operations.

QUALITY

Signatories are committed to quality and client satisfaction.

PARTNER COMPANIES & SUBCONTRACTORS

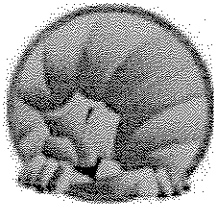
Due to the complex nature of the conflict and post-conflict environments, companies often employ the services of partner companies and subcontractors to fulfill the duties of their contract. Signatories agree that they select partner companies and subcontractors with the utmost care and due diligence to ensure that they comply with all appropriate ethical standards, such as this Code of Conduct.

ENFORCEMENT

This Code of Conduct is the official code of **IPOA** and its member organizations. Signatories pledge to maintain the standards laid down in this Code. Signatories who fail to uphold any provision contained in this Code may be subject to dismissal from **IPOA** at the discretion of the **IPOA** Board of Directors.

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A S S O C I A T I O N MEMBER COMPANIES

IPOA Member companies are Peace and Stability Industry leaders who provide critical conflict and post-conflict services worldwide.



AMECO is a full-service equipment supplier, providing a broad array of services to construction, mining, government and industrial markets in Canada, the U.S., Mexico, the Caribbean and South America.



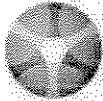
ARMORGROUP is a publicly quoted global risk management services business that provides protective security services, security training, and landmine action to companies around the world.



AYR AVIATION is a provider of helicopters and aircraft for disaster and peacekeeping operations. AYR offers large Mi-8 and Mi-26 transport helicopters, plus a variety of fixed-wing aircraft from turboprop, up to cargo and passenger jets. AYR has the experience to work in the most hostile environments – worldwide.



BLACKWATER is a private security company offering services in security training, security consulting, aviation, and canine training.



Centigon
Built on a Heritage of Security
An Armor Holdings Company

CENTIGON provides superior expertise in ballistic science, automotive engineering, armor integration and personal security to design, manufacture, and service the most reliable and safest armored passenger vehicles in the world.



CREATIVE ASSOCIATES INTERNATIONAL

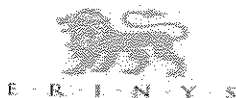
CREATIVE addresses urgent challenges facing societies today. They help clients turn transitional environments into a positive force - an impetus for creating more empowered and effective systems and institutions. Creative Associates International approaches change as an opportunity to transform and renew.



DEI offers both manual and armored demining services around the world as well as training and education programs to at-risk communities.



EOD TECHNOLOGY is an employee-owned firm specializing in Military Munitions Response, security related services, critical mission support, and contaminated property redevelopment since 1987.



ERINYS is a private security company with global experience in nationwide security projects, personal protection, training and site security, with unique operational experience in the petroleum, construction, and mineral extraction industries.



EVERGREEN INTERNATIONAL AVIATION is a privately held global aviation services company capable of providing logistical, maintenance, and global transportation solutions.



HART is a multi-national security company providing consultancy, mitigation, training and protective services aimed at reducing security risks globally across land, sea, and air.



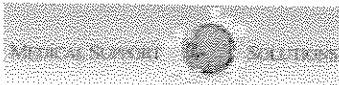
J-3 GLOBAL provides agricultural aviation services in support of host-nation building and reconstruction efforts worldwide.



MAIN STREET SUPPLY & LOGISTICS is a supplier of stock four-wheel drive vehicles to the UN, aid and charity organizations, government organizations, NGOs, and missionary communities worldwide.



MPRI is a professional services company specializing in security sector reform, institution building, leadership development, training, education, and emergency management around the world.



MSS specializes in the provision of medical and emergency risk management and remote site medical services around the world.



OLIVE GROUP is a security sector specialist capable of providing risk consultation, training, secure technologies, and security operations to governmental and non-governmental organizations around the world.



OSSI-SAFENET is a security firm operating in international zones of high-risk conflict. The company's primary operations are in the Middle East and Africa, and it has established itself with security personnel providing personal security, personnel movement, and site security in Iraq, Afghanistan, and elsewhere around the world.



PAE offers worldwide operations and maintenance services as well as many other capabilities for all types of military and commercial installations.



PWC LOGISTICS is a global provider of end-to-end supply chain solutions. Through its network of warehousing facilities, transportation and freight management services, PWC Logistics provides flexible solutions tailored to meet the business needs of its clients.



REED INCORPORATED provides professional, reliable security and logistics support, as well as construction and project management services to our clients worldwide. Reed specializes in operations in remote, third world, multi-cultural, and high-risk environments.



RONCO CONSULTING is an international professional services firm specializing in Humanitarian Mine Clearance, Security Services, Environmental Remediation, and Post-Conflict Operations.



3S provides independent advice, bullet and blast resistant vehicles, and other non-lethal equipment to government agencies, corporations, and private clients operating in dangerous and difficult areas. Transport solutions are at the core of 3S's business.



SOC-SMG is a private security consulting and management company capable of providing international force protection, personal security detail, convoy security operations, security consulting, threat assessment, and training.



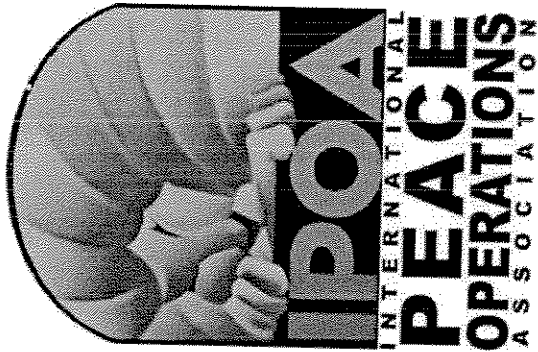
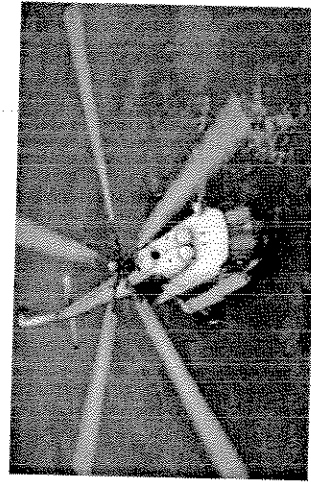
TOIFOR is the leading provider of Military Life Support Services and Camp Site Services in South East Europe and the Middle East. Toifor offers the whole range of camp site services, from initial camp building, tents, container and prefabricated housing to all life support services from catering to waste management services.

What is IPOA?

The International Peace Operations Association (IPOA) is the world's only advocacy organization for private sector service companies engaged in international peace operations. Member companies are involved in all sectors of peace and stability operations including mine clearance, logistics, security, training, and emergency humanitarian services.

"Size, sector, experience and expertise may vary, but all members are joined by a commitment to furthering lasting peace worldwide."

IPOA was founded to help international peace operations succeed by utilizing the capabilities of the private sector. IPOA works to institute industry-wide standards and codes of conduct, maintain sound professional and military practices, educate the public and policy-makers on the industry's activities and potential, and ensure the humanitarian use of private peacekeeping services for the benefit of international peace and human security.



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Membership in IPOA is open to any business or organization offering services beneficial to conflict resolution, avoidance and alleviation, peacekeeping and peace-enforcement, humanitarian rescue, military and humanitarian logistics, or stability operations in conflict and post-conflict areas. IPOA members agree to abide by all association standards and codes of conduct. IPOA is a 501 (c)(6) non-profit organization.

"Peacekeeping can succeed - the private sector can make the difference."

Making Peacekeeping Work

IPOA believes that violent, low-intensity conflicts are among the most serious challenges facing the global community in the 21st century. Innocent civilians are overwhelmingly the victims in these conflicts. Because of military downsizing, ineffective international peacekeeping and the hesitation of developed countries to use their militaries for peacekeeping purposes, many international peace efforts have failed and these low-intensity conflicts have continued for years.

International peace efforts need not fail. With logistical support, security, training and other services, the private sector has proved to be a crucial element of successful peace operations. Through specialized services provided by private companies, peace operations can be made far faster, more cost effective, and ultimately more successful. Peacekeeping can succeed - the private sector can make the difference.

